

FILED EFFECTIVE

**ARTICLES OF INCORPORATION OF
GOTHAM BAY ESTATES HOMEOWNERS' ASSOCIATION, INC.
(A NONPROFIT CORPORATION)**

2005 AUG 21 AM 10:07

SECRETARY OF STATE
STATE OF IDAHO

THE UNDERSIGNED, acting as incorporator of a nonprofit corporation under the Idaho Non-Profit Corporation Act, Idaho Code §30-3-1, et seq., adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is Gotham Bay Estates Homeowners' Association, Inc. The corporation is a nonprofit corporation.

ARTICLE II

The period of the corporation's duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Idaho Non-Profit Corporation Act. Big Rock Timber & Development, L.L.C., an Idaho limited liability company, is the owner of the following described real property located in Kootenai County, Idaho, to wit:

See **Exhibit A** attached hereto and incorporated herein by this reference.

Big Rock Timber & Development, L.L.C., holds title in and to said property under a deed recorded January 21, 2005, in Kootenai County, Idaho. The entirety of the property is intended to be developed by Big Rock Timber & Development, L.L.C., under a uniform system of residential development subject to such Covenants, Conditions, and Restrictions as Big Rock Timber & Development, L.L.C., deems reasonable and appropriate, together with any subsequent amendments thereto. The purposes for which Gotham Bay Estates Homeowners' Association, Inc. is incorporated shall include, subject to the terms of such Covenants, Conditions, and Restrictions, and any amendments thereto, the management, oversight, and enforcement of such rules and regulations as arise thereunder, together with the assessment of all assessments described or provided therein. The corporation shall have responsibility for owning, operating and maintaining a public drinking water system for the benefit of the Members. As such, the corporation shall be responsible for complying with all laws, rules and regulations applicable for ownership, maintenance and operation of the public drinking water system. The affairs of the corporation shall be managed by its Board of Directors.

IDAHO SECRETARY OF STATE
08/21/2006 05:00
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ARTICLE IV

The name and street address of the initial registered agent of the corporation is as follows:

H. James Magnuson
Attorney at Law
P.O. Box 2288
1250 Northwood Center Court, Suite A
Coeur d'Alene, ID 83816

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

Doug Anderson
P. O. Box 3053
Coeur d'Alene, ID 83816

Liz Anderson
P. O. Box 3053
Coeur d'Alene, ID 83816

Greg Frohn
2418 Avon Circle
Hayden, ID 83835

The name and address of each incorporator is as follows: H. James Magnuson, P. O. Box 2288, Coeur d'Alene, ID 83816.

ARTICLE VI

In the event the corporation is dissolved in conformity with both Idaho law (the Idaho Non-Profit Corporation Act, I.C. §30-3-1, et seq., as it now exists or is hereafter amended) and the provisions of such Covenants, Conditions, and Restrictions as may pertain to the real properties described in Article III, then any assets of the Corporation which remain after paying all corporate obligations and liabilities shall be liquidated and distributed to the Corporation's members (to be determined as of such date as the Corporation's Board fixes in its discretion) proportionately.

ARTICLE VII

Membership in the Association shall be as defined in the "Declaration of Protective Covenants" for Gotham Bay Estates located in Kootenai County, Idaho, recorded with the

Kootenai County Recorder, and any subsequent amendments thereto. Proof of ownership of a lot described in, and subject to, the referenced Declaration shall constitute sufficient proof of membership in the corporation.

ARTICLE VIII

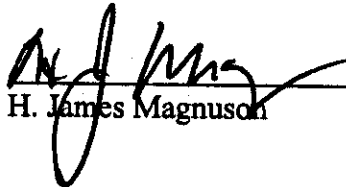
Authorization of assessments to be levied upon all members of the corporation is herein granted. The Board of Directors is herein authorized to fix the amount and collection of assessments by such methods as are provided in, and consistent with, the subject Declaration. Assessments are enforceable by legal action as provided in the subject Declaration.

ARTICLE IX

All voting members, as defined in the subject Declaration, shall enjoy the right of cumulative voting in any election for directors of the corporation.

DATED this 18 day of August, 2006.

INCORPORATOR:


H. James Magnuson

STATE OF IDAHO)
)ss.
COUNTY OF KOOTENAI)

On this 18th day of August, 2006, before me, a Notary Public in and for the State of Idaho, personally appeared before me H. James Magnuson, who being by me first duly sworn, declared that he is the Incorporator of Gotham Bay Estates Homeowners' Association, Inc., and that he signed the foregoing document as Incorporator of said corporation.



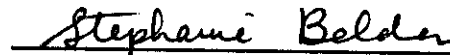

Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires 3/8/2010

Exhibit "A"

The South half of the Northeast quarter and the East half of the Southeast quarter, Section 18, Township 49 North, Range 3 WBM, Kootenai County, Idaho, except any portion lying within road right of way

And except that portion described as follows:

Commencing at the center corner of Section 18, monumented by an iron pipe, 1 in. diam, from which the East Quarter Corner of said Section 18, monumented by an iron pipe, 1 1/4 in. diam, bears N89°19'49"E a distance of 2618.18 feet;

Thence along the South line of said Northeast Quarter, N89°19'49"E a distance of 927.15 feet to an iron rod, 5/8 in. diam, with a plastic cap marked INC PLS 9367, said point being the True Point of Beginning;

Thence leaving said South line, N24°10'44"E a distance of 88.18 feet to an iron rod, 5/8 in. diam, with a plastic cap marked INC PLS 9367;

Thence S01°15'11"E a distance of 80.00 feet to an iron rod, 5/8 in. diam, with a plastic cap marked INC PLS 9367 monumenting the Center East 1/16 corner of said Section 18;

Thence along the South line of the Northeast Quarter of said Section 18, S89°19'49"W a distance of 381.94 feet to the True Point of Beginning.